

**THE INSTRUCTIONS ACCOMPANYING THIS LETTER OF TRANSMITTAL SHOULD BE READ CAREFULLY BEFORE THIS LETTER OF TRANSMITTAL IS COMPLETED. THIS LETTER OF TRANSMITTAL IS FOR DEPOSITING YOUR COMMON SHARES IN CONNECTION WITH THE PROPOSED PLAN OF ARRANGEMENT INVOLVING EXETER RESOURCE CORPORATION ITS SHAREHOLDERS AND GOLDCORP INC.**

**THIS LETTER OF TRANSMITTAL IS FOR USE ONLY BY REGISTERED SHAREHOLDERS. SHAREHOLDERS WHOSE COMMON SHARES ARE REGISTERED IN THE NAME OF A BROKER, INVESTMENT DEALER, BANK, TRUST COMPANY, TRUSTEE OR OTHER NOMINEE SHOULD CONTACT THAT NOMINEE FOR ASSISTANCE IN DEPOSITING THOSE COMMON SHARES AND SHOULD FOLLOW THE INSTRUCTIONS OF SUCH NOMINEE IN ORDER TO DEPOSIT THEIR COMMON SHARES.**

*If you have any questions or require more information with regard to the procedures for completing this Letter of Transmittal, please contact the Depository at 416-682-3860 or 1-800-387-0825 (Toll Free). You can email the Depository at [inquiries@canstockta.com](mailto:inquiries@canstockta.com).*

**LETTER OF TRANSMITTAL  
FOR COMMON SHARES OF  
EXETER RESOURCE CORPORATION**

**TO: EXETER RESOURCE CORPORATION (“Exeter”)  
AND TO: GOLDCORP INC. (“Goldcorp”)  
AND TO: 1124339 B.C. LTD. (“Subco”), a wholly-owned subsidiary of Goldcorp  
AND TO: GMC HOLDINGS LTD. (“Subco2”), a wholly-owned subsidiary of Goldcorp  
AND TO: CST TRUST COMPANY (the “Depository”) at its office set out herein**

This Letter of Transmittal is for use by registered holders (“**Registered Exeter Shareholders**”) of common shares of Exeter (the “**Exeter Shares**”) in connection with the proposed plan of arrangement (the “**Arrangement**”) involving Exeter that is being submitted for approval at the special meeting of the holders of Exeter Shares scheduled to be held on July 31, 2017, or any adjournment(s) or postponement(s) thereof (the “**Meeting**”), as described in the management information circular of Exeter dated June 27, 2017 (the “**Circular**”). Registered Exeter Shareholders are referred to the Notice of Special Meeting and the Circular accompanying this Letter of Transmittal. Capitalized terms used but not defined herein have the meaning set out in the Circular. **You are encouraged to carefully review the Circular in its entirety.**

If the Arrangement is completed, Registered Exeter Shareholders (other than Dissenting Shareholders) who have properly completed, duly executed and delivered this Letter of Transmittal and all other required documents to the Depository will receive in exchange for each of their Exeter Shares 0.12 of a common share of Goldcorp (each whole common share, a “**Goldcorp Share**”) and Goldcorp will acquire all of the issued and outstanding Exeter Shares.

In no event shall any Registered Exeter Shareholder be entitled to a fractional Goldcorp Share. Where the aggregate number of Goldcorp Shares to be issued to a person as consideration under or as a result of the Arrangement would result in a fraction of a Goldcorp Share being issuable, the number of Goldcorp Shares to be received by such Registered Exeter Shareholder shall be rounded down to the nearest whole Goldcorp Share and no former Registered Exeter Shareholder will be entitled to any compensation in respect of a fractional Goldcorp Share.

**This Letter of Transmittal is for use by Registered Exeter Shareholders only and is not to be used by non-registered, beneficial holders of Exeter Shares (“Non-Registered Holders”). A Non-Registered Holder does not have Exeter Shares registered in its name; rather, such Exeter Shares are registered in the name of the brokerage firm, bank or trust company (an “Intermediary”) through which it purchased the Exeter Shares or in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. If you are a Non-Registered Holder, you**

should contact your Intermediary for instructions and assistance in delivering your certificate(s) or DRS Statement, as applicable, representing Exeter Shares and receiving the Consideration for such Exeter Shares.

The Effective Date of the Arrangement is currently expected to occur in early August, 2017, after all conditions to completion of the Arrangement have been satisfied or waived. **COMPLETION OF THE ARRANGEMENT IS SUBJECT TO THE SATISFACTION OR WAIVER OF CERTAIN CONDITIONS. NO PAYMENT OF ANY CONSIDERATION WILL BE MADE PRIOR TO THE EFFECTIVE TIME.**

All deposits made under this Letter of Transmittal are irrevocable.

In order to receive the appropriate number of Goldcorp Shares that a Registered Exeter Shareholder is entitled to receive pursuant to the Arrangement, Registered Exeter Shareholders are required to deposit the certificate(s) or DRS Statement, as applicable, representing their Exeter Shares with the Depository. This Letter of Transmittal, properly completed and duly executed, together with all other required documents, must accompany the certificate(s) or DRS Statement, as applicable, for Exeter Shares deposited for receipt of Goldcorp Shares pursuant to the Arrangement.

For the purposes of this Letter of Transmittal, Registered Exeter Shareholders includes former Exeter Optionholders that have received Exeter Shares in exchange for their Exeter Options prior to the Effective Time. In order to receive the appropriate number of Goldcorp Shares that such new Registered Exeter Shareholder is entitled to receive pursuant to the Arrangement, he or she must deposit the certificate(s) or DRS Statement, as applicable, representing his or her Exeter Shares with the Depository along with a properly completed and duly executed Letter of Transmittal.

Whether or not the undersigned delivers the required documentation to the Depository, as of the Effective Time, the undersigned will cease to be a holder of Exeter Shares and, subject to the ultimate expiry deadline identified below, will only be entitled to receive the Consideration to which the undersigned is entitled under the Arrangement. **REGISTERED EXETER SHAREHOLDERS WHO DO NOT DELIVER THE CERTIFICATE(S) OR DRS STATEMENT, AS APPLICABLE, REPRESENTING THEIR EXETER SHARES AND ALL OTHER REQUIRED DOCUMENTS TO THE DEPOSITARY ON OR BEFORE THE SIXTH ANNIVERSARY OF THE EFFECTIVE DATE WILL LOSE THEIR RIGHT TO RECEIVE ANY CONSIDERATION FOR THEIR EXETER SHARES AND ANY CLAIM OR INTEREST OF ANY KIND OR NATURE AGAINST GOLDCORP, EXETER, SUBCO OR THE DEPOSITARY.**

**A CAPITAL GAIN REALIZED ON THE DISPOSAL OF EXETER SHARES BY A SHAREHOLDER THAT IS NOT RESIDENT IN CHILE WILL BE CONSIDERED CHILEAN-SOURCE INCOME AND SUBJECT TO 35% CHILEAN INCOME TAX IF THE SHAREHOLDER IS A 10% HOLDER FOR CHILEAN TAX PURPOSES (AS DEFINED IN BOX G BELOW). IF YOU ARE A 10% HOLDER GOLDCORP WILL BE REQUIRED TO WITHHOLD FROM THE GOLDCORP SHARES DELIVERED TO YOU AND PAY TO THE CHILEAN TAX AUTHORITIES THE RELEVANT AMOUNT REQUIRED BY CHILEAN LAW. GENERALLY, THE AMOUNT REQUIRED TO BE WITHHELD IS 35% OF THE AMOUNT PAID BY THE OFFEROR, ALTHOUGH THIS AMOUNT MAY BE REDUCED IN CERTAIN CIRCUMSTANCES. IN THIS REGARD, SEE “CERTAIN CHILEAN INCOME TAX CONSIDERATIONS” IN THE CIRCULAR.**

Registered Exeter Shareholders should be aware that the disposition of Exeter Shares and the acquisition of Goldcorp Shares by them pursuant to the Arrangement may have tax consequences in Canada, the United States and in Chile. Such consequences may not be fully described herein and such Registered Exeter Shareholders are encouraged to consult their tax advisors. See “Certain Canadian Federal Income Tax Considerations”, “Certain United States Federal Income Tax Considerations” and “Certain Chilean Income Tax Considerations” in the Circular.

**Please read the Circular and the instructions set out below carefully before completing this Letter of Transmittal. If Exeter Shares are registered in different names, a separate Letter of Transmittal must be submitted for each different Registered Exeter Shareholder. See Instruction 2. DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET FORTH HEREIN WILL NOT CONSTITUTE A VALID DELIVERY TO THE DEPOSITARY.**

**The Depositary or your Intermediary can assist you in completing this Letter of Transmittal (see the back of this Letter of Transmittal for certain addresses and telephone numbers).**

In connection with the Arrangement being considered for approval at the Meeting, the undersigned hereby deposits with the Depositary the enclosed certificate(s) or DRS Statement, as applicable, representing Exeter Shares, details of which are as follows:

Certificate Number(s) or DRS Account Number	Name in which Registered	Number of Exeter Shares Deposited

*(Please print or type. If space is insufficient, please attach a list to this Letter of Transmittal in the above form.)*

It is understood that, upon receipt of this duly completed and signed Letter of Transmittal and of the certificate(s) or DRS Statement, as applicable, representing the Exeter Shares deposited herewith (the “**Deposited Exeter Shares**”) and following the Effective Time of the Arrangement, the Depositary will deliver to the undersigned, in accordance with the issuance and delivery instructions provided in Box A and Box B below, a DRS Statement representing the Goldcorp Shares that the undersigned is entitled to receive under the Arrangement, or hold such DRS Statement for pick-up in accordance with the instructions set out in Box C below, and the certificate(s) or DRS Statement, as applicable, representing the Deposited Exeter Shares will forthwith be cancelled. If neither Box A nor Box B is completed, any DRS Statements representing Goldcorp Shares issued in exchange for the Deposited Exeter Shares will be issued in the name of the registered holder of the Deposited Exeter Shares and will be mailed to the address of the registered holder of the Deposited Exeter Shares as it appears on the securities register of Exeter.

The undersigned Registered Exeter Shareholder represents and warrants in favour of Exeter, Goldcorp, Subco and Subco2 that: (i) the undersigned is the registered and legal owner of the Deposited Exeter Shares, has good right and title to the rights represented by the above mentioned certificate(s) or DRS Statement, and that such Deposited Exeter Shares represent all of the Exeter Shares owned, directly or indirectly, by the undersigned; (ii) such Deposited Exeter Shares are owned by the undersigned free and clear of all mortgages, liens, charges, encumbrances, security interests and adverse claims; (iii) the undersigned has full power and authority to execute and deliver this Letter of Transmittal and to deposit, sell, assign, transfer and deliver the Deposited Exeter Shares and that, when the Goldcorp Shares are delivered, none of Exeter, Goldcorp and Subco, or any affiliate thereof or successor thereto will be subject to any adverse claim in respect of such Deposited Exeter Shares; (iv) the Deposited Exeter Shares have not been sold, assigned or transferred, nor has any agreement been entered into to sell, assign or transfer any such Deposited Exeter Shares, to any other person; (v) the surrender of the Deposited Exeter Shares complies with all applicable Laws; (vi) all information inserted by the undersigned into this Letter of Transmittal is complete, true and accurate; and (vii) the delivery of the applicable number of Goldcorp Shares, will discharge any and all obligations of Exeter, Goldcorp, Subco, Subco2 and the Depositary with respect to the matters contemplated by this Letter of Transmittal and the

Arrangement. These representations and warranties shall survive the completion of the Arrangement. The undersigned further acknowledges receipt of the Circular.

The undersigned revokes any and all other authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, previously conferred or agreed to be conferred by the undersigned at any time with respect to the Deposited Exeter Shares other than as set out in this Letter of Transmittal and in any proxy granted for use at the Meeting. Other than in connection with the Meeting, no subsequent authority, whether as agent, attorney-in-fact, attorney, proxy or otherwise, will be granted with respect to the Deposited Exeter Shares by or on behalf of the undersigned.

The undersigned hereby agrees to transfer, effective at the Effective Time and pursuant to the Arrangement, all right, title and interest in the Deposited Exeter Shares and irrevocably appoints and constitutes the Depositary, each director and officer of Goldcorp, and any other person designated by Goldcorp in writing, as the lawful attorney of the undersigned, with full power of substitution to deliver the Deposited Exeter Shares pursuant to the Arrangement and to effect the transfer of the Deposited Exeter Shares on the books of Exeter to the extent and in the manner provided under the Arrangement.

The undersigned will, upon request, execute any signature guarantees or additional documents deemed by the Depositary to be reasonably necessary or desirable to complete the transfer of the Deposited Exeter Shares contemplated by this Letter of Transmittal.

The undersigned agrees that all questions as to validity, form, eligibility (including timely receipts) and acceptance of any Exeter Shares surrendered in connection with the Arrangement shall be determined by Goldcorp in its sole discretion and that such determination shall be final and binding and acknowledges that there is no duty or obligation upon Exeter, Goldcorp, Subco, Subco2, the Depositary or any other person to give notice of any defect or irregularity in any such surrender of Exeter Shares and no liability will be incurred by any of them for failure to give any such notice.

The undersigned hereby acknowledges that the delivery of the Deposited Exeter Shares shall be effected and the risk of loss to such Deposited Exeter Shares shall pass only upon proper receipt thereof by the Depositary.

The undersigned acknowledges that all authority conferred, or agreed to be conferred, by the undersigned herein may be exercised during any subsequent legal incapacity of the undersigned and shall survive the death, incapacity, bankruptcy or insolvency of the undersigned and all obligations of the undersigned herein shall be binding upon the heirs, personal or legal representatives, successors and assigns of the undersigned.

The undersigned instructs the Depositary to mail the DRS Statement representing the Goldcorp Shares that the undersigned is entitled to pursuant to the Arrangement in exchange for the Deposited Exeter Shares, promptly after the Effective Time, by first-class insured mail, postage prepaid, to the undersigned, or to hold such DRS Statement representing the Goldcorp Shares for pick-up, in accordance with the instructions given below.

The undersigned acknowledges that if the Arrangement is completed, the delivery of Deposited Exeter Shares pursuant to this Letter of Transmittal is irrevocable. If the Arrangement is not completed or proceeded with, the enclosed certificate(s) or DRS Statement, as applicable, representing the Deposited Exeter Shares and all other ancillary documents will be returned as soon as possible to the undersigned at the address set out below in Box A or Box B, as applicable, or, failing such address being specified, to the undersigned at the last address of the undersigned as it appears on the securities register of Exeter.

It is understood that the undersigned will not receive the Consideration under the Arrangement in respect of the Deposited Exeter Shares until the certificate(s) or DRS Statement, as applicable, representing the Deposited Exeter Shares owned by the undersigned are received by the Depositary at the address set forth on the back of this Letter of Transmittal, together with a duly completed Letter of Transmittal and such additional documents as the Depositary may require, and until the same are processed by the Depositary. It is understood that under no circumstances will interest accrue or be paid in respect of the Deposited Exeter Shares in connection with the Arrangement.

The undersigned acknowledges that Exeter, Goldcorp, Subco, Subco2, Amalco, Amalco2 and the Depositary shall be entitled to deduct and withhold from any consideration otherwise payable to any former Registered Exeter Shareholder under the Arrangement and from all dividends or other distributions otherwise payable to any former Registered Exeter Shareholder such amounts as Exeter, Goldcorp, Subco, Subco2, Amalco, Amalco2 or the Depositary is required or permitted to deduct and withhold with respect to such payment under the *Income Tax Act (Canada)*, *Internal Revenue Code of 1986* or any provision of any applicable federal, provincial, state, local or foreign tax law or treaty, in each case, as amended. To the extent necessary, such deductions and withholdings may be effected by selling any Goldcorp Shares to which such former Registered Exeter Shareholder is entitled under the Arrangement and any amount remaining following the sale, deduction and remittance shall be paid to the former Registered Exeter Shareholder as soon as reasonably practicable. To the extent that amounts are so withheld, such withheld amounts shall be treated for all purposes hereof as having been paid to the former Registered Exeter Shareholder in respect of which such deduction and withholding was made, provided that such withheld amounts are actually remitted to the appropriate taxing authority. The undersigned acknowledges that it has consulted or has had the opportunity to consult its own tax advisor with respect to the potential income tax consequences to it of the Arrangement, including any elections to be made in respect thereof.

The undersigned represents and warrants that the undersigned has such knowledge and experience in financial and business matters that the undersigned is capable of evaluating the merits and risks of an investment in the Goldcorp Shares.

If the undersigned is in the United States, it understands and acknowledges that the Goldcorp Shares to be received by it pursuant to the Arrangement have not been registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), and are being issued in reliance on the Section 3(a)(10) exemption thereunder. The Goldcorp Shares will be freely transferable under U.S. federal securities laws, except by persons who are “affiliates” (as such term is understood under U.S. securities laws) of Goldcorp after the Effective Date, or were “affiliates” of Goldcorp within 90 days prior to the Effective Date. Persons who may be deemed to be “affiliates” of an issuer include individuals or entities that control, are controlled by, or are under common control with, the issuer, whether through the ownership of voting securities, by contract, or otherwise, and generally include executive officers and directors of the issuer as well as principal shareholders of the issuer. Any resale of such Goldcorp Shares by such an affiliate (or former affiliate) may be subject to the registration requirements of the Securities Act, absent an exemption therefrom as more fully described in the Circular.

By reason of the use by the undersigned of an English language form of Letter of Transmittal, the undersigned and each of you shall be deemed to have required that any contract in connection with the delivery of the Exeter Shares pursuant to the Arrangement through this Letter of Transmittal, as well as all documents related thereto, be drawn exclusively in the English language. En raison de l’usage d’une lettre d’envoi en langue anglaise par le soussigné, le soussigné et les destinataires sont présumés avoir requis que tout contrat attesté par l’offre et son acceptation par cette lettre d’envoi, de même que tous les documents qui s’y rapportent, soient rédigés exclusivement en langue anglaise.

This Letter of Transmittal will be governed by and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

**BOX A**

**ISSUE GOLDCORP SHARES IN THE NAME OF:** *(please print or type)*

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Street Address and Number)

\_\_\_\_\_  
(City and Province or State)

\_\_\_\_\_  
(Country and Postal (Zip) Code)

\_\_\_\_\_  
(Telephone - Business Hours)

\_\_\_\_\_  
(Social Insurance or Taxpayer Identification Number)

**BOX B**

To be completed ONLY if the Goldcorp Shares to which the undersigned is entitled pursuant to the Arrangement are to be sent to someone other than the person shown in Box A or to an address other than the address shown in Box A *(please print or type)*

Same address as Box A; or

\_\_\_\_\_

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Street Address and Number)

\_\_\_\_\_  
(City and Province or State)

\_\_\_\_\_  
(Country and Postal (Zip) Code)

**BOX C**

HOLD GOLDCORP SHARES FOR PICK-UP AT THE OFFICE OF THE DEPOSITARY WHERE THE EXETER SHARES WERE DEPOSITED

**BOX D – U.S. STATUS**

All Registered Exeter Shareholders must place an “X” in the applicable box below.

The Registered Exeter Shareholder is not a U.S. Person, a person in the United States, or a person acting for the account or benefit of a U.S. Person or a person in the United States.

The Registered Exeter Shareholder is a U.S. Person, a person in the United States, or a person acting for the account or benefit of a U.S. Person or a person in the United States.

For the definition of “U.S. Person” see Instruction 6.

**BOX E – SIGNATURE GUARANTEE**

Signature guaranteed by:  
*(if required under Instruction 3)*

\_\_\_\_\_  
(Authorized Signature of Guarantor)

\_\_\_\_\_  
(Name of Guarantor *(please print or type)*)

\_\_\_\_\_  
(Address of Guarantor *(please print or type)*)

\_\_\_\_\_  
(Area Code and Telephone Number of Guarantor)

**BOX F – SIGNATURE**

*(as required under Instruction 2)*

Dated: \_\_\_\_\_

\_\_\_\_\_  
(Signature of Exeter Shareholder or authorized representative)

\_\_\_\_\_  
(Signature of any joint holder)

\_\_\_\_\_  
(Name of Exeter Shareholder or authorized representative)

\_\_\_\_\_  
(Social Insurance or Taxpayer Identification Number)

\_\_\_\_\_  
(Daytime Telephone No. of Exeter Shareholder or authorized representative)

\_\_\_\_\_  
(Daytime Facsimile No. of Exeter Shareholder or authorized representative)

**BOX G**  
**10% Holder**

CHECK HERE IF YOU ARE **NOT** A 10% HOLDER.

**NOTE: If you do not check this Box, then Goldcorp will withhold from the Goldcorp Shares delivered to you and pay to the Chilean tax authorities the relevant amount required by Chilean law. Generally, the amount required to be withheld is 35% of the amount paid by Goldcorp, although this amount may be reduced in certain circumstances. In this regard, see section “*Certain Chilean Income Tax Considerations*” in the Circular.**

A “**10% Holder**” is a Shareholder that, together with individuals or entities related to that Shareholder, disposes of a number of Exeter Shares that in the aggregate equals or exceeds 10% of the total outstanding number of Exeter Shares during the period of twelve months ending on the Effective Date. In general, a group of entities and individuals will be deemed to be “related” for these purposes if there is control of one entity by another, if they are under the common control of another entity, or if they are considered to be part of the same “business group” as defined in Chilean securities law



## INSTRUCTIONS

### 1. Use of Letter of Transmittal

- a) Registered Exeter Shareholders should read the accompanying Circular prior to completing this Letter of Transmittal. Capitalized terms used but not defined in this Letter of Transmittal have the meanings set out in the Circular.
- b) This Letter of Transmittal properly completed and duly signed (or an originally signed facsimile copy thereof) together with accompanying certificate(s) or DRS Statement, as applicable, representing the Exeter Shares and all other required documents must be sent or delivered to the Depository at the address set out on the back of this Letter of Transmittal. In order to receive the Consideration under the Arrangement for the Deposited Exeter Shares, it is recommended that the foregoing documents be received by the Depository at the address set out on the back of this Letter of Transmittal as soon as possible. Registered Exeter Shareholders who do not deliver all required documents, including the certificate(s) or DRS Statement, as applicable, representing their Exeter Shares to the Depository on or before the date which is six years after the Effective Date will lose their right to receive the Consideration in exchange for their Exeter Shares.
- c) The method used to deliver this Letter of Transmittal and any accompanying certificate(s) or DRS Statement, as applicable, representing Exeter Shares and all other required documents is at the option and risk of the Registered Exeter Shareholder and delivery will be deemed effective only when such documents are actually received by the Depository. Exeter recommends that the necessary documentation be hand delivered to the Depository at the address set out on the back of this Letter of Transmittal, and a receipt obtained; otherwise the use of registered mail with return receipt requested, properly insured, is recommended. Non-Registered Holders whose Exeter Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee should contact that nominee for assistance in depositing those Exeter Shares. Delivery to an office other than to the specified office of the Depository does not constitute delivery for this purpose.
- d) Goldcorp reserves the right if it so elects in its absolute discretion to instruct the Depository to waive any defect or irregularity contained in any Letter of Transmittal and/or accompanying documents received by it.
- e) If the DRS Statement representing the Goldcorp Shares are to be issued in the name of a person other than the person(s) signing this Letter of Transmittal under Box F or if the DRS Statement representing the Goldcorp Shares are to be mailed to someone other than the person(s) signing this Letter of Transmittal under Box F or to the person(s) signing this Letter of Transmittal under Box F at an address other than that which appears on the securities register of Exeter, the appropriate boxes on this Letter of Transmittal should be completed (Box A and Box B).

### 2. Signatures

This Letter of Transmittal must be completed and signed by the Registered Exeter Shareholder(s) in Box F or by such Registered Exeter Shareholder's duly authorized representative (in accordance with Instruction 4).

- a) If this Letter of Transmittal is signed by the Registered Exeter Shareholder(s) of the accompanying certificate(s) or DRS Statement, as applicable, representing the Deposited Exeter Shares, such signature(s) on this Letter of Transmittal must correspond with the name(s) as registered or as written on the face of such certificate(s) or DRS Statement, as applicable, without any change whatsoever, and the certificate(s) or DRS Statement, as applicable, representing the Deposited Exeter Shares need not be endorsed. If such deposited certificate(s) or DRS Statement, as applicable, evidences Exeter Shares that are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal (Box F).

- b) If this Letter of Transmittal is signed on behalf of a Registered Exeter Shareholder by a person other than the registered holder(s) of the accompanying certificate(s) or DRS Statement, as applicable, representing the Deposited Exeter Shares, or if the DRS Statement representing Goldcorp Shares are to be issued to a person other than the Registered Exeter Shareholder(s):
  - i. such deposited certificate(s) or DRS Statement, as applicable, must be endorsed or be accompanied by appropriate share transfer power(s) of attorney duly and properly completed by the Registered Exeter Shareholder(s); and
  - ii. the signature(s) on such endorsement or share transfer power(s) of attorney must correspond exactly to the name of the Registered Exeter Shareholder(s) as registered or as appearing on the certificate(s) or DRS Statement, as applicable, representing the Deposited Exeter Shares and must be guaranteed as noted in Instruction 3 below.
- c) If any of the Deposited Exeter Shares are registered in different names on several certificates or DRS Statements, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of such Deposited Exeter Shares.

### **3. Guarantee of Signatures**

If this Letter of Transmittal is signed by a person other than the registered holder(s) of the Deposited Exeter Shares or if the Consideration is to be issued or delivered in a name other than to the registered holder(s) of the Deposited Exeter Shares, such signature(s) must be guaranteed by an Eligible Institution (as defined below), or in some other manner satisfactory to the Depository (except that no guarantee is required if the signature is that of an Eligible Institution). An “**Eligible Institution**” means a Canadian Schedule I chartered bank, a member of the Securities Transfer Agents Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program, (SEMP) or a member of the New York Stock Exchange, Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada or the United States, members of the Investment Industry Regulatory Organization of Canada, members of the Financial Industry Regulatory Authority or banks and trust companies in the United States.

### **4. Fiduciaries, Representatives and Authorizations**

Where this Letter of Transmittal or share transfer power(s) of attorney is executed by a person acting as an executor, administrator, trustee or guardian, or on behalf of a corporation, partnership or association or is executed by any other person acting in a representative capacity, such person should so indicate when signing and this Letter of Transmittal must be accompanied by satisfactory evidence of the authority to act. Each of Goldcorp or the Depository, at their discretion, may require additional evidence of authority or additional documentation.

### **5. Delivery Instructions**

If neither Box A nor Box B is completed, any DRS Statement representing Goldcorp Shares issued in exchange for the Deposited Exeter Shares will be issued in the name of the registered holder(s) of the Deposited Exeter Shares and will be mailed to the address of the registered holder(s) of the Deposited Exeter Shares as it appears on the securities register of Exeter. Otherwise, the DRS Statement representing Goldcorp Shares to be issued in exchange for the Deposited Exeter Shares will be issued in the name of the person indicated in Box A and delivered to the address indicated in Box A (unless another address has been provided in Box B). If any DRS Statement representing Goldcorp Shares is to be held for pick-up at the office of the Depository, complete Box C. Any DRS Statements or certificates mailed in accordance with this Letter of Transmittal will be deemed to be delivered at the time of mailing.

## **6. U.S. Persons**

For purposes of this Letter of Transmittal, a “U.S. Person” is a beneficial owner of Exeter Shares that is (a) an individual citizen or resident of the United States as determined for U.S. federal income tax purposes, (b) a corporation, partnership, or other entity classified as a corporation or partnership for U.S. federal income tax purposes, created or organized in or under the laws of the United States or any political subdivision thereof, (c) an estate the income of which is subject to U.S. federal income taxation regardless of its source, or (d) a trust (i) that validly elects to be treated as a U.S. person for U.S. federal income tax purposes or (ii) the administration over which a U.S. court can exercise primary supervision and all of the substantial decisions of which one or more U.S. persons have the authority to control

## **7. Lost Certificates**

This section does not apply to DRS Statements. In the event any certificate representing Exeter Shares shall have been lost, stolen or destroyed, this Letter of Transmittal should be completed as fully as possible and the holder claiming such certificate to be lost, stolen or destroyed must make an affidavit of that fact and the Depositary will deliver the Consideration that such holder is entitled to receive in accordance with the Plan of Arrangement. When authorizing such delivery, the holder to whom the Consideration is to be delivered shall, as a condition precedent to such delivery, give a bond satisfactory to Goldcorp, Exeter and the Depositary in such amount as Goldcorp, Exeter and the Depositary may direct, or otherwise indemnify Goldcorp, Exeter and the Depositary in a manner satisfactory to Goldcorp, Exeter and the Depositary, against any claim that may be made against Goldcorp, Exeter and the Depositary with respect to the certificate alleged to have been lost, stolen or destroyed.

## **8. Miscellaneous**

- a) If the space on this Letter of Transmittal is insufficient to list all certificates or DRS Statements, as applicable, for Deposited Exeter Shares, additional certificate numbers or DRS Statement account numbers, as applicable, and number of Deposited Exeter Shares may be included on a separate signed list affixed to this Letter of Transmittal.
- b) If Exeter Shares are registered in different forms (e.g., “John Doe” and “J. Doe”) a separate Letter of Transmittal should be signed for each different registration.
- c) No alternative, conditional or contingent deposits of Exeter Shares will be accepted and no fractional Goldcorp Common Shares will be issued.
- d) Additional copies of the Circular and this Letter of Transmittal may be obtained, without charge, upon request from the Depositary at the address set out on the back of this Letter of Transmittal.
- e) This Letter of Transmittal will be construed in accordance with and be governed by the laws of the Province of British Columbia and the federal laws of Canada applicable therein.
- f) The holder of the Deposited Exeter Shares that are the subject of this Letter of Transmittal hereby unconditionally and irrevocably attorns to the jurisdiction of the courts of the Province of British Columbia and the courts of appeal therefrom.
- g) Under no circumstances will interest accrue or be paid on the Consideration payable in respect of the Arrangement.

## **9. Representations**

The representations made by the holders of Deposited Exeter Shares in this Letter of Transmittal will survive the Effective Time of the Arrangement.

The Depositary is:

**CST TRUST COMPANY**

**By Mail**

**By Registered Mail, Hand or by Courier**

**CST TRUST COMPANY  
PO Box 1036  
Adelaide St. Postal Station  
Toronto, Ontario  
M5C 2K4**

**CST TRUST COMPANY    OR  
B1 LEVEL  
320 Bay St.  
Toronto, Ontario  
M5H 4A6**

**CST TRUST COMPANY  
Suite 1600, 1066 W. Hastings  
St.,  
Vancouver, British Columbia  
V6E 3X1**

North American Toll Free Phone:  
**1-800-387-0825**  
Outside North America, Banks and Brokers Call Collect:  
**416-682-3860**  
E-mail:  
**[inquiries@canstockta.com](mailto:inquiries@canstockta.com)**